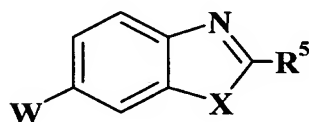


Amendments to the Claims

This listing of claims will replace all prior versions and listings of claims in the application:

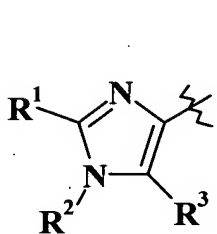
Claim 1 (original): A compound of Formula I:



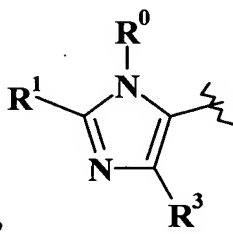
I

where:

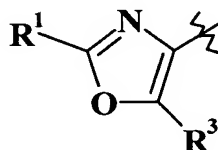
W is



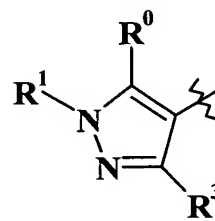
(i)



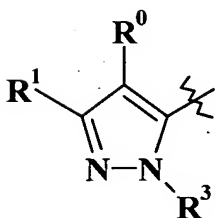
(ii)



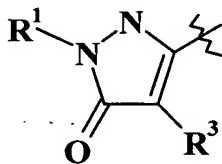
(iii)



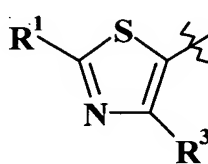
(iv)



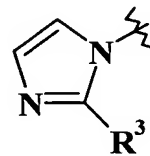
(v)



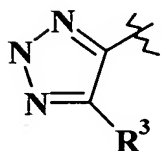
(vi)



(vii)

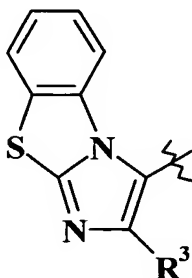


(viii)



(ix)

, or



(x)

;

X is N(R<sup>4</sup>) or S;

R<sup>0</sup> is

- (a) selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, cyano, (C<sub>1</sub>-C<sub>4</sub> alkylene)-R<sup>11</sup>, 3-hydroxyprop-2-yl, (1-phenyl)-2-hydroxyeth-1-yl, (1-cyclohexyl)-3-hydroxyprop-2-yl, 4-methoxybenzyl, 1,4-dioxoaspiro[4,5]dec-8-yl, tetrahydropyran, 2,2,6,6-tetramethylpiperidin-4-yl, and cyclohexan-1-on-4-yl,
- (b) phenyl optionally substituted with one substituent selected from the group consisting of nitro and amino,
- (c) piperidin-4-yl optionally substituted with one substituent selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy carbonyl, and benzyl, or
- (d) C<sub>3</sub>-C<sub>6</sub> cycloalkyl optionally substituted with one substituent selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkoxy carbonylamino, amino, hydroxy, and C<sub>1</sub>-C<sub>4</sub> alkylene-OH;

R<sup>1</sup> is

- (a) selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, halo, amino, azido, formyl, 1-(C<sub>1</sub>-C<sub>4</sub> alkoxy carbonyl)ethen-2-yl, 1-(C<sub>1</sub>-C<sub>4</sub> alkoxy carbonyl)ethyl, 1-(C<sub>1</sub>-C<sub>4</sub> carboxy)ethyl, (C<sub>1</sub>-C<sub>4</sub> alkylene)benzyloxy, trifluoromethyl, trimethylsilylethynyl, but-3-yn-1-ol, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, tetrahydropyran-4-yl, hydroxymethyl, 2-(piperidin-1-yl)methyl, N,N',N'-[trimethyl]-2-(aminoethylamino)methyl, (morpholin-4-yl)methyl, dimethylaminomethyl, N-[2-(piperidin-1-yl)eth-1-yl]-aminomethyl, N',N'-dimethyl-2-(aminoethylamino)methyl, pyridinyl, thiazolyl, triazolyl, benzo(1,3)dioxolan-5-yl, and imidazol-2-yl,
- (b) phenyl optionally substituted with one to three substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, halo, nitro, amino, C<sub>1</sub>-C<sub>4</sub> alkoxy, trifluoromethyl, trifluoromethoxy, trifluoromethylsulfanyl, methylsulfonyl, methylsulfonamidyl, pyrrolidin-1-yl, morpholin-4-yl, 4-(C<sub>1</sub>-C<sub>4</sub> alkyl)piperazin-1-yl, -NR<sup>6</sup>R<sup>7</sup>, and C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with one substituent selected from the group consisting of piperidin-1-yl, pyrrolidin-1-yl, morpholin-4-yl, azepin-4-yl, and di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino,
- (c) thienyl optionally substituted with one substituent selected from the group consisting of halo, nitro, amino, and C<sub>1</sub>-C<sub>4</sub> alkyl, or

(d) piperidin-4-yl optionally substituted at the 1-position from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, benzyloxycarbonyl, and (C<sub>1</sub>-C<sub>4</sub> alkylene)-R<sup>8</sup>;

Alternatively R<sup>0</sup> and R<sup>1</sup> may be taken together to form a fully saturated C<sub>3</sub>-C<sub>4</sub> carbon chain or a fully unsaturated C<sub>3</sub>-C<sub>4</sub> carbon chain optionally substituted with halo or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sup>3</sup> is thienyl or phenyl optionally substituted with one to two substituents independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, and trifluoromethyl;

R<sup>4</sup> is hydrogen, (C<sub>1</sub>-C<sub>4</sub> alkyl)sulfonyl, or (C<sub>3</sub>-C<sub>6</sub> cycloalkyl)sulfonyl; or (C<sub>1</sub>-C<sub>4</sub> alkyl)<sub>2</sub>N-sulfonyl;

R<sup>5</sup> is halo, hydrogen, or -NR<sup>9</sup>R<sup>10</sup>;

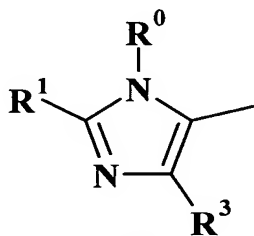
R<sup>6</sup> and R<sup>7</sup> are individually at each occurrence selected from hydrogen, carbonyl, or C<sub>1</sub>-C<sub>4</sub> alkyl providing that at least one of R<sup>6</sup> and R<sup>7</sup> is hydrogen;

R<sup>8</sup> is hydroxy, trifluoromethyl, dimethylamino, phenyl, pyridinyl, or 1-methylimidazol-2-yl;

R<sup>9</sup> is independently at each instance hydrogen or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>10</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

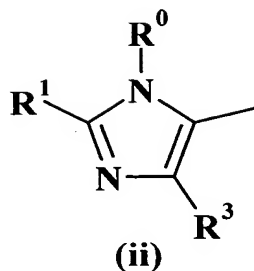
R<sup>11</sup> is C<sub>1</sub>-C<sub>4</sub> alkoxy, hydroxy, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, phenyl optionally substituted with one to two substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkoxy and halo, morpholin-4-yl, or pyridinyl;



provided that when W is (ii) then

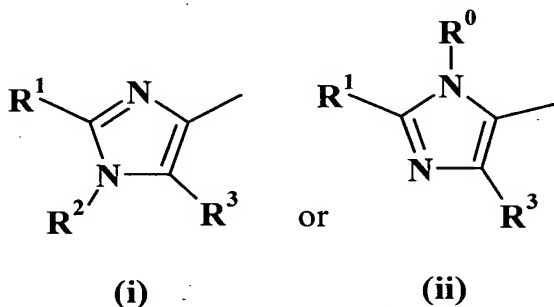
(a) at least one of R<sup>0</sup> and R<sup>1</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl; or

(b) R<sup>0</sup> and R<sup>1</sup> may be taken together to form a fully saturated C<sub>3</sub>-C<sub>4</sub> carbon chain or a fully unsaturated C<sub>3</sub>-C<sub>4</sub> carbon chain optionally substituted with halo or C<sub>1</sub>-C<sub>4</sub> alkyl;



also provided that when X is S, W is  
or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

Claim 2 (currently amended): A compound of Claim 1, where W is is either



Claim 3 (canceled)

Claim 4 (original): A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2,6-difluorophenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

Claims 5 – 16 (canceled)

Claim 17 (original): A pharmaceutical formulation comprising a compound of Claim 1 and a pharmaceutically acceptable carrier, diluent, or excipient.

Claim 18 (original): A method of inhibiting p-38 kinase in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Claim 1.

Claim 19 (original): A method of treating conditions resulting from excessive cytokine production in a mammal comprising administering to a mammal in need of such treatment a cytokine-suppressing amount of a compound of Claim 1.

Claim 20 (canceled)

Claim 21 (original): A method of inhibiting the growth of a susceptible neoplasm in a mammal comprising administering to a mammal in need of such treatment a p38 inhibiting amount of a compound of Claim 1.

Claim 22 (canceled)

Claim 23 (original): A method of treating rheumatoid arthritis in a mammal comprising administering to a mammal in need of such treatment a p38 inhibiting amount of a compound of Claim 1.

Claim 24 (new): A compound of Claim 2, where X is  $\text{NR}^4$  and  $\text{R}^4$  is  $(\text{C}_1\text{-C}_4 \text{ alkyl})\text{sulfonyl}$ .

Claim 25 (new): A compound of Claim 24, where  $\text{R}^4$  is  $(\text{isopropyl})\text{sulfonyl}$  and  $\text{R}^5$  is  $-\text{NH}_2$ .

Claim 26 (new): A compound of Claim 24, where  $\text{R}^4$  is  $(\text{tert-butyl})\text{sulfonyl}$  and  $\text{R}^5$  is  $-\text{NH}_2$ .

Claim 27 (new): A compound of Claim 26, where  $\text{R}^1$  is tert-butyl.